

MORTGAGE OF REAL ESTATE

37276 PROVISION-JARRARD CO.-GREENVILLE

(Form of Trustee's certificate on all bonds)

This bond is one of the bonds, of the series designated therein, described in the within mentioned indenture.

CITY NATIONAL BANK AND TRUST COMPANY OF CHICAGO,

Trustee,

By.....

Assistant Trust Officer.

WHEREAS, to secure the payment of the principal of and interest on all such bonds so to be issued, equally and ratably, without preference, priority or distinction as to participation in the lien, benefit and protection hereof of any one bond over or from another, irrespective of the varying and distinct provisions and maturities of the several series of such bonds, except as herein otherwise provided, the holders of a sufficient majority of the outstanding shares of capital stock of the Company and the board of directors of the Company, at meetings duly called and held, did respectively duly resolve and determine that an indenture of mortgage of and upon all the real and personal property, rights, privileges and franchise of the Company (except as otherwise herein expressly provided), whether now owned or hereafter acquired, substantially in the form of this indenture and containing in substance all of the covenants, conditions and provisions herein contained, should be executed in the name and on behalf of the Company by its president or one of its vice presidents under its corporate seal, attested by its secretary or one of its assistant secretaries, and delivered to the Trustees herein mentioned; and

WHEREAS, ALL acts, conditions and things necessary to make such bonds, when executed by the Company and authenticated by the Trustee as in this indenture provided, the valid, legal and obligations of the Company, and this indenture a valid mortgage of and upon the real and personal property, rights, privileges and franchises herein described and/or intended to be subjected to the lien and charge hereof to secure the payment of such bonds, have happened and have been done and performed, and the execution and delivery of this indenture have been in all respects duly authorized:

NOW, THEREFORE, in order to secure the payment of the principal of and interest on all bonds issued under this indenture according to their tenor and effect and the terms of this indenture, and to secure the performance of the covenants and obligations herein contained, and in consideration of the acceptance by the Trustees of the trusts hereby created, of the purchase and acceptance of such bonds by the holders thereof, and of one dollar (\$1) in hand paid by the Trustees to the Company upon the execution and delivery of this indenture, the receipt whereof is hereby acknowledged, the Company has granted, bargained, sold, warranted, conveyed, transferred, mortgaged, pledged and assigned, and by these presents does grant, bargain, sell, warrant, convey, transfer, mortgage, pledge, and assign unto the Trustees and their respective successors in the said trust, subject to the terms of this indenture, all and singular the properties, rights, privileges, franchises and interests of every kind of the Company, whether now owned or hereafter acquired (except as herein otherwise expressly provided), including particularly the following, but reference to or enumeration of any particular kind, class or item of property of the Company shall not be deemed to exclude from the operation of this indenture any kind, class or item not so referred to or enumerated:

SUBDIVISION 1.

All and singular the telephone systems, toll lines and properties of the Company located in and/or connecting and serving the following municipalities and territory adjacent thereto in the State of South Carolina : Calhoun Falls and Abbeville in Abbeville County; Manning and Summerton in Clarendon County; Walterboro in Colleton County; Lamar in Darlington County; Winnsboro in Fairfield County; Lake City and Olanta in Florence County; Fountain Inn in Greenville County; Conway in Horry County; Bishopville in Lee County; McCormick in McCormick County; Woodruff in Spartanburg County; Sumter in Sumter County; Kingstree in Williamsburg County; and Laurens in Laurens County; together with the telephone lines and properties of the Company in Georgetown County; and all other telephone systems, toll lines and properties of the Company, wherever located now owned or hereafter acquired, together with all buildings, structures, telephone and/or telegraph lines, stations, exchanges, poles, wires, cables, conduits, equipment, instruments, appliances, tools, furniture, leases, rights of way, privileges, ordinances, franchises, permits, patents, easements and property now owned, or hereafter acquired, of any kind, in any wise pertaining to said telephone systems and properties, whether or not herein specifically described, or any of them or the operation thereof.

SUBDIVISION 2.

The following described parcels of real estate, all located in the State of South Carolina, together with all improvements thereon and all appurtenances thereunto belonging:

Parcel 1.

A parcel of real estate in the City of Sumter, Sumter County, South Carolina, bounded and described as follows: On the North by the Lands now or formerly of Schwerin and Lands of Leonard; on the East by the Lands now or formerly of Moses; on the South by the Lands now or formerly of Leonard; and on the West by Harvin Street. Said Lot measures uniformly forty (40) feet on